

BALL JANIK LLP

A T T O R N E Y S

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September 16, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 20960-A FILED
SEP 18 '00 2-43 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Full Termination of Lease a secondary document, dated as of March 13, 2000. The primary document to which this is connected is recorded under Recordation No. 20960. We request that one copy of this document be recorded under Recordation No. 20960-A.

The names and addresses of the parties to the Full Termination of Lease are:

Lessor:

Rail Operators Inc.
112 North High Street
P.O. Box 100
Antlers, OK 74523

Lessee:

RailAmerica Transportation Corporation
5300 Broken Sound Boulevard, N.W.
Boca Raton, FL 33487

A description of the equipment covered by the Full Termination of Lease consists of two GP-38 locomotives numbered TOR 2004 and 2005.

A fee of \$26.00 is enclosed. Please return the original of the document to:

Louis E. Gitomer
Of Counsel

PORTLAND, OREGON

WASHINGTON, D.C.

SALEM, OREGON

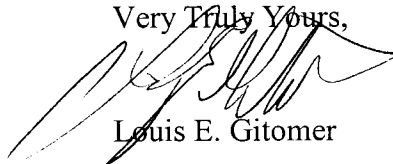
BALL JANIK LLP

Honorable Vernon A. Williams
September 16, 2000
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Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Full Termination of Lease between Rail Operators Inc., 112 North High Street, P.O. Box 100, Antlers, OK 74523, and RailAmerica Transportation Corporation, 5300 Broken Sound Boulevard, N.W., Boca Raton, FL 33487, covering two GP-38 locomotives numbered TOR 2004 and 2005.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF LEASE AGREEMENT ("Termination") is dated as of March 13, 2000 by RAIL OPERATORS INC., a Delaware corporation ("Lessor"), and RAILAMERICA TRANSPORTATION CORPORATION, as successor in interest to RailLink Canada Ltd., a ~~Florida~~ ^{Delaware} corporation ("Lessee").

WHEREAS, Lessor and Lessee are parties to the Locomotive Lease Agreement dated as of August 25, 1997 ("Lease") with respect to the two (2) locomotives as described in Schedule A attached hereto ("Units"), which was recorded at the Surface Transportation Board of the United States Department of Transportation on October 28, 1997 under Recordation No. 20960;

WHEREAS, Lessor and Lessee desire to execute this Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessor and Lessee with respect to the Units under the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee do hereby acknowledge and confirm:

1. Full Termination of Lease. Lessor and Lessee hereby declare for the public record that the Lease is fully terminated and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Termination as of the date first above written.

LESSOR

RAIL OPERATORS INC.

By: 

Name: THOMAS J. HAALY

Title: VP

LESSEE

RAILAMERICA TRANSPORTATION CORPORATION

By: 

Name: Joseph B. Doherty

Title: Treasurer

RECORDATION NO.

20960-A FILED

SEP 18 '00

2-43 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Equipment Description:

Two (2), EMD GP38, four axle, diesel electric 2000 horsepower locomotives.

Reporting
Mark and Numbers

TOR 2004
TOR 2005

STATE OF OKLAHOMA)
) S.S.
COUNTY OF PUSHMATAHA)

On MARCH 13, 2000, before me, DONNA M. NASH, personally
appeared THOMAS J. HADLEY, VP of RAIL OPERATORS INC.,

X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.

Donna M. Nash

SIGNATURE OF THE NOTARY

My Comm exp 7-8-2000

[Notarial Seal]

STATE OF FLORIDA)
) S.S.
COUNTY OF Palm Beach)

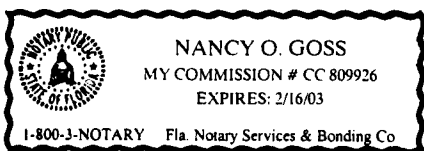
On March 9,, 2000, before me, Nancy O. Goss, personally
appeared Joseph B. Doherty, Treasurer of RAILAMERICA
TRANSPORTATION CORPORATION,

X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.



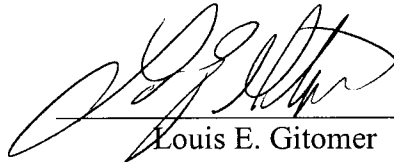
Nancy O. Goss

SIGNATURE OF THE NOTARY

[Notarial Seal]

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Full Termination of Lease, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
September 15, 2000